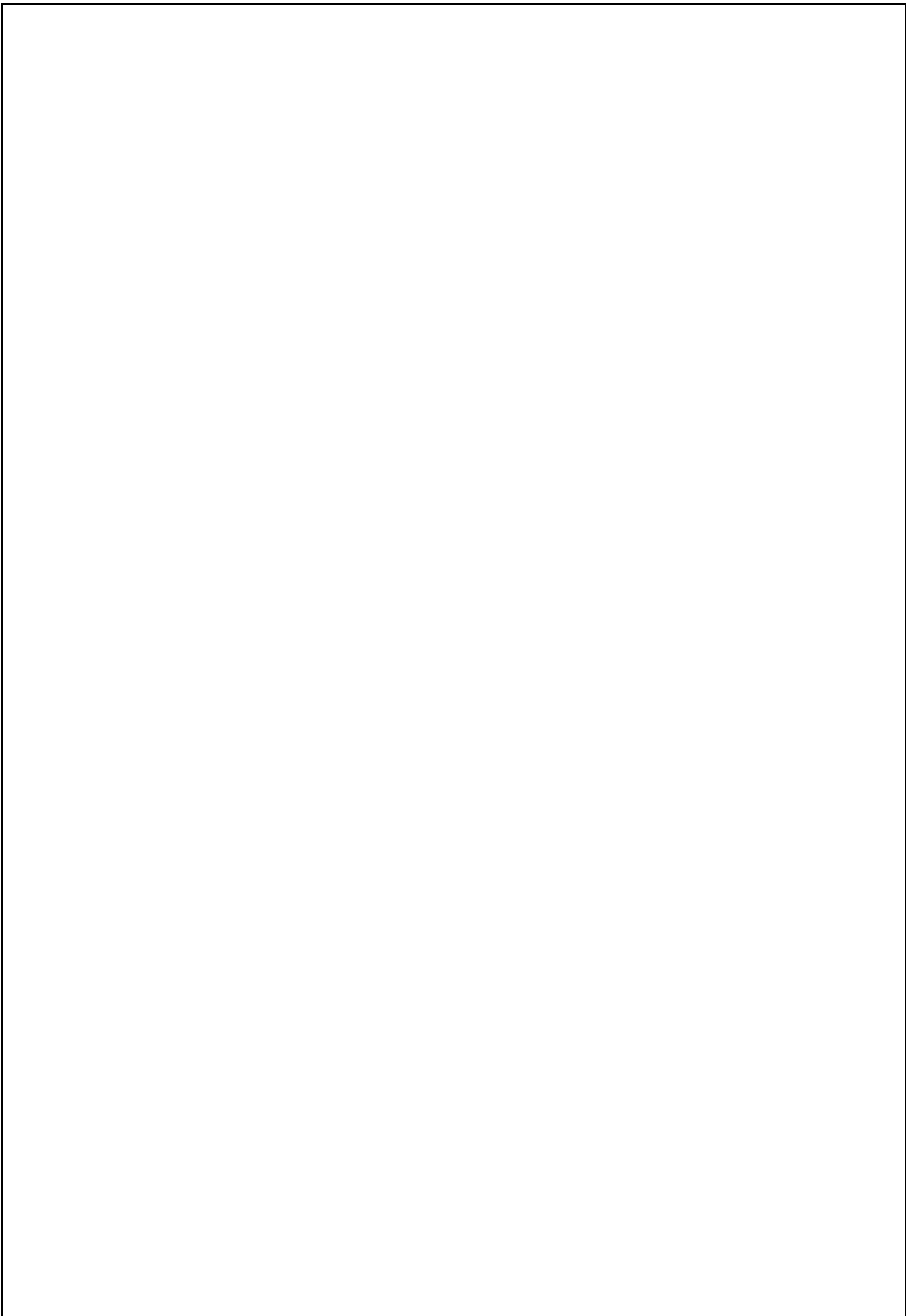




BOMBAY TALKIES LTD.

Annual Report
2011-2012

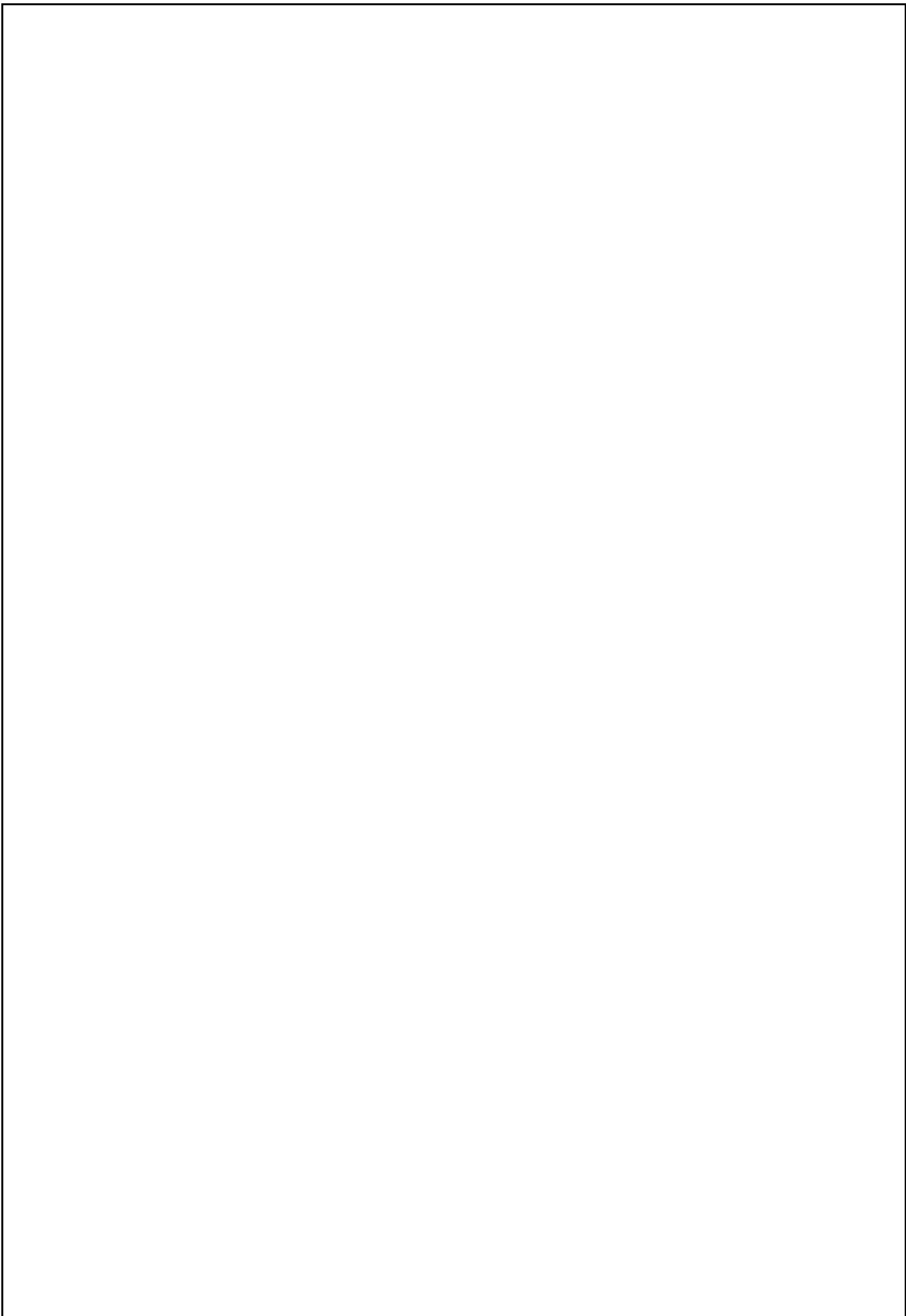


Directors : Mr. Rajesh Kothari
Mr. Vinod Varma
Mr. Kishor Patil

Registered Office : 203, Navratna Co-op Housing Society Ltd.
Building No. 1, Derasar Lane, Road No. 2,
Santacruz East,
Mumbai – 400 055

Registrar & Share Transfer : Adroit Corporate Services Pvt. Ltd.
19, Jaferbhoy Industrial Estate,
Makwana Road, Marol Naka,
Andheri East, Mumbai – 400 059

Auditors : Rishi Shekhri & Associates
Chartered Accountants
Mumbai



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of Bombay Talkies Limited will be held on Saturday, the 22nd September, 2012 at 11:00 A.M. at the Registered Office of the Company at 203, Navratna Co-op Housing Society Ltd., Building No. 1, Derasar Lane, Road No. 2, Santacruz East, Mumbai – 400 055 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Profit and Loss Account for the year ended as on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Directors in place of Mr. Rajesh Kothari and Mr. Vinod Verma who were retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:-

“RESOLVED that Mr. Kishor Patil, who was appointed with effect from 28.11.2011 as a Director of the Company and holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company”.

AS SPECIAL BUSINESS:

ORDINARY RESOLUTION:

4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s Rishi Sekhri & Associates, Chartered Accountants, Mumbai, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors."

By Order of the Board of

Place : Mumbai
Dated : 29th August 2012

Kishor Patil
Director

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty- eight hours before the commencement of the meeting, duly completed, stamped and signed. Corporate members are requested to send board resolution duly certified authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September 2012 to 22nd September 2012.

Explanatory Statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956 with regard to the Special Business as set out in the accompanying notice.

Item No. 4

Mr. Kishor Patil was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 28.11.2011 pursuant to Section 260 of the Companies Act, 1956. Mr. Kishor Patil shall hold office as additional Director up to the date of the ensuing Annual General Meeting. Notices have been received under Section 257 of the Companies Act, 1956 from some members of your Company signifying their intention proposing the appointment of Mr. Kishor Patil as Director of your Company as set out under proposed Resolution Nos. 4

The Board recommends the proposed Resolution Nos. 4 for your approval. None of the Director except who is being appointed is directly or indirectly concerned or interested in the resolutions.

By Order of the Board of

Place : Mumbai
Dated : 29th August 2012

Kishor Patil
Director

DIRECTOR'S REPORT

Your Directors have Pleasure in Presenting the Annual Report together with audited statement of accounts for the year ended 31st March, 31st March 2012

WORKING RESULTS

(Amount in Rs)

Particulars	31.03.2012	31.03.2011
Total Income	2,026,750.00	4,892,780.00
Depreciation	3,548,909.00	3,286,801.00
Profit (Loss) Before Tax	109,071.01	71,272.12
Provision for Tax-FBT	-	-
Profit (Loss) after Tax	109,071.01	71,272.12
Prior Period Adjustment	-	-
Balance brought forward	1,208,555.28	1,137,283.00
Balance carried to Balance Sheet	1,317,626.29	1,208,555.28

DIVIDEND:

In View of the inadequate Profit, your directors do not Proposed any dividend for the year.

DIRECTORS

Mr. Kishor Patil was appointed as an additional Director of the Company.

Miss Mamata Chopra was resigned from the office Directors of the Company

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors State:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departure;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the loss of the Company for the period;
- iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors had prepared the annual accounts on a going concern basis.

FIXED DEPOSITS

Your company has neither invited nor accepted any Fixed Deposits from the public during the financial year under review.

CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:

Separate notes on Corporate Governance and Management Discussion and Analysis Report are set out as Annexure "A" and "B" respectively. A Certificate from the Auditor of the Company certifying compliance conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

LISTING AGREEMENTS REQUIREMENTS:

The securities of your company are listed at BSE Ltd., Mumbai. Trading in company's securities remain suspended at BSE Ltd. for various reasons including non-submission of documents and all possible steps are being taken by the management to get shares traded at the floor of the BSE Ltd.

BUY-BACK OF SHARES

There was no buy-back of shares during the year under review.

PARTICULARS OF THE EMPLOYEES:

None of the employees employed during the year was in receipt of remuneration in excess of the Prescribed limit specified in section 217 (2A) of the Companies Act, 1956 Hence, furnishing of particulars under the Companies (Particulars of Employees) 1975 does not arise.

AUDITORS & AUDITORS REPORT

The Auditors of the Company M/s. Rishi Sekhri & Associates,. Chartered Accountants, Mumbai, hold office until the conclusion of the forthcoming Annual General Meeting of the company and being eligible offers themselves for appointment.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

During the year under review, there were no activities, which required heavy consumption of energy. However adequate measures have been taken to make sure that there is no wastage of energy. Since the requisite information with regard to the conservation of energy, technology absorption (Disclosures of Particulars in the report of Board of Directors) Rules is irrelevant/not applicable to the company during the year under review, the same are not reported.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign Exchange earnings and Outgo is not Applicable to the Company.

ACKNOWLEDGEMENTS

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the company's business.

Your directors sincerely thank all members for supporting us during the difficult days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

By Order of the Board of

Place : Mumbai
Dated : 29th August 2012

Kishor Pail
Director